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FORM B10. (Official Form 10)

| United States Bankruptcy Court, Southern District of New York | | PROOF OF CLAIM |
|--|---|--|
| Name of Debtor Delphi Corporation | Case Number 05-44481 (RDD) | <p>Claim #02660 USBC SDNY Delphi Corporation, et al. 05-44481 (RDD)</p> <p>RECEIVED APR 19 2006 KURTZMAN CARSON</p> <p>THIS SPACE IS FOR COURT USE ONLY</p> |
| NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" of payment of an administrative expense may be filed pursuant to 11 U.S.C. §503. | | |
| Name of Creditor (The person or other entity to whom the debtor owes money or property) Law Debenture Trust Company of New York | <input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. | |
| Name and Addresses Where Notices Should be Sent Brown Rudnick Berlack Israels LLP Seven Times Square New York, NY 10036 Attn: Robert J. Stark, Esq. | <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court. | |
| Telephone No. (212) 209-4800 | | |
| Account or other number by which creditor identifies debtor: | Check here <input type="checkbox"/> replaces / <input type="checkbox"/> amends a previously filed claim dated _____ | |
| 1. Basis For Claim <input type="checkbox"/> Goods Sold <input type="checkbox"/> Services Performed <input checked="" type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____ <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (Fill out below) Your SS#: _____ Unpaid compensation for services performed from _____ to _____ (date) (date) | | |
| 2. Date debt was incurred: See Attachment | | 3. If court judgment, date obtained: |
| 4. Total Amount of Claim at Time Case Filed: \$420,083,457.18 If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below. <input checked="" type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges. | | |
| 5. Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other: _____ Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any \$ _____ | | 6. Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000),* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier 11 U.S.C. §507(a)(4) <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5) <input type="checkbox"/> Up to \$2,225* of deposits towards purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507(a)(8) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §§507 (a)(____). *Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment. |
| 7. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. | | <p>THIS SPACE IS FOR COURT USE ONLY</p> <p>RECEIVED APR 17 2006 CLAIMS PROCESSING CENTER USBC SDNY</p> |
| 8. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. | | |
| 9. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim. | | |
| Date: April 12, 2006 | Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any). Patrick J. Healy, Vice President | |
| Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571. | | |

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**ATTACHMENT TO PROOF OF CLAIM OF
LAW DEBENTURE TRUST COMPANY OF NEW YORK**

Law Debenture Trust Company of New York ("Law Debenture"), hereby submits this attachment to its Proof of Claim.

Law Debenture is the successor Indenture Trustee and Property Trustee under that certain Indenture dated as of October 28, 2003 and November 21, 2003 (as such document may have been amended, supplemented or otherwise modified from time to time, the "Indenture"), for the 8.25% Junior Subordinated Notes due 2033 and Adjustable Rate Junior Subordinated Notes due 2003 in the aggregate principal amount of \$412,371,975 (the "Subordinated Notes") issued by Delphi Corporation (the "Issuer"). Law Debenture's right, as Indenture Trustee, to appear in these cases and to file proofs of claim was expressed to the Court in Law Debenture's Verified Statement filed on October 26, 2005.

The Issuer has defaulted with respect to its obligations under the Junior Subordinated Notes.

Itemized Statement of Principal and Interest Claim Amount Obligation

| | |
|---|--------------------------|
| • Outstanding Principal as of the Petition Date | \$ 412,371,975.00 |
| • Accrued Interest as of the Petition Date | \$ <u>7,711,482.18</u> |
| TOTAL | \$ 420,083,457.18 |

Law Debenture specifically reserves its rights to amend this claim to reflect any additional claims against the Debtor named on this Proof of Claim, or to specify additional costs, expenses or other charges or claims incurred by Law Debenture and to file additional proofs of claim for claims which may be based on the same or additional documents.

The documents upon which this Proof of Claim is premised, including the Indenture and other documentation relating to the Junior Subordinated Notes, are voluminous, but may be made available upon request to Law Debenture.

The filing of this Proof of Claim is not, nor shall it be deemed to be: (a) a waiver or release of Law Debenture's rights against any person, entity or property; (b) a consent by Law Debenture to the jurisdiction of this Court with respect to the subject matter of these claims or any objection or other proceeding commenced in this case against or otherwise involving Law Debenture; (c) a waiver of the right to withdraw the reference, or otherwise to challenge the jurisdiction of this Court; (d) a waiver of any right to a jury trial; (e) an election of a remedy; or (f) a waiver of any past, present, or future defaults or events of default.

Law Debenture asserts the right to recover post-petition interest, fees, costs, counsel fees and charges. These amounts are currently unliquidated and continue to accrue.

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